

Filing Fee \$50.00

ID Number: 93662



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

Creative Products Enterprises, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Creative Products Enterprises, Inc
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on May 28th, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

The board of directors of Creative Products Enterprises, Inc. have decided by a majority to change the name of the corporation to
Granite One Hour Photo, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was zero; and the number of shares entitled to vote thereon was zero.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

Class

Number of Shares

none

none

26. 11 11 67 104
RECEIVED
BIVIS 10 10 1997
QUALITY

FILED

MAY 29 1997

By OC #63
185605

5. The number of shares voted for such amendment was none; and the number of shares voted against such amendment was none.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
None		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. Date when amendment is to become effective: May 29, 1997
(not more than 30 days after the filing of these Articles of Amendment)

Dated May 29, 1997

By Stephen R. Cersosimo
Its President President or Vice President
and Synn Cersosimo
Its Secretary Secretary or Assistant Secretary

STATE OF RI
COUNTY OF

In Providence, on this 29th day of May, 1997, personally appeared before me Stephen R. Cersosimo who being by me first duly sworn, declared that he/she is the President of Creative Products Enterprises Inc and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Cathryn L. Carnillo (Villanov)
Notary Public
My Commission Expires: 3/6/98